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SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW 1050 SEVENTEENTH STREET, N.W. SUITE 301

ALVORD AND ALVORD

Washington, D.C.

20036

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OF COUNSEL URBAN A LESTER

February 12, 2008

ELIAS C ALVORD (1942) ELLSWORTH C. ALVORD (1984)

Anne K. Quinlan, Esquire **Acting Secretary** Surface Transportation Board 395 E Street, S.W. Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Supplement (No. 5) to Loan, Chattel Mortgage and Security Agreement, dated as of February 12, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan, Chattel Mortgage and Security Agreement previously filed with the Board under Recordation Number 27132.

The names and addresses of the parties to the enclosed document are:

Secured Party:

DVB Bank AG

Friedrich-Ebert-Anglage 2-14 60325 Frankfurt am Main

Germany

Debtor:

ARI Second LLC

620 North Second Street St. Charles, Missouri 63301 Anne K. Quinlan, Esquire February 12, 2008 Page 2

A description of the railroad equipment covered by the enclosed document is:

173 railcars within the series EAGX 27021 - EAGX 27073, SHPX 207978 - SHPX 209447 and SHPX 454567 - SHPX 458875 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Supplement (No. 5) to Loan, Chattel Mortgage and Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

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SURFACE TRANSPORTATION BOARD

SUPPLEMENT TO LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 5 DATED AS OF FEBRUARY 12, 2008
TO
LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED AS OF AUGUST 31, 2007
AMONG
ARI SECOND LLC
("DEBTOR")
CERTAIN BANKS
AND

WHEREAS, Debtor, certain lenders and the Secured Party entered into a certain Loan, Chattel Mortgage and Security Agreement dated as of August 31, 2007 (as amended and supplemented through the date hereof, the "Loan Agreement") pursuant to which the Secured Party agreed to lend certain sums to the Debtor (the "Loans"); and it is a condition precedent to the obligation of the Secured Party to make additional Loans to the Debtor that the Debtor execute and deliver to the Secured Party this Supplement to the Loan Agreement (the Supplement"); and

DVB BANK AG ("SECURED PARTY")

WHEREAS, a memorandum of the Loan Agreement was recorded on August 31, 2007 with the Surface Transportation Board, Recordation No. _27132____, and with the Registrar General of Canada, Recordation No. __18757__.

- 1. <u>Definitions</u>. Except as otherwise defined in this Supplement, terms defined in the Loan Agreement or by reference therein are used herein as defined therein.
- 2. <u>Supplements</u>. The Loan Agreement shall be amended and supplemented as follows:
- (a) The Debtor hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to the Equipment and Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-1 hereto and agrees that such Equipment and Leases (but only to the extent relating to the Equipment) shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 4 of the Loan Agreement. Schedule A to the Loan Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the Leases more fully described on Schedule A-1 hereto and Schedule A-1 hereto shall be deemed to be an addition to and part of Schedule A to the Loan Agreement. Each reference to Schedule A in the Loan Agreement shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to the Equipment or Leases in the Loan Agreement shall be deemed to

include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-1 hereto.

- 3. <u>Ratification</u>. Except as expressly amended and supplemented hereby, the Loan Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition of the Loan Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Loan Agreement or any other Loan document.
- 4. <u>Counterparts</u>. This Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Supplement by signing any such counterpart.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ARI SECOND LLC By: American Railcar Lea member By: MMM	asing I.LC, its sole
Name: Umesh Choksi	
Title: CFO & Treasurer	•
DVB BANK AG,	
as Agent	
By:	
Name:	
Title:	
Ву:	
Name:	
Title:	

[Signature Page to Supplement No. 5]

STATE OF MISSOURI)) ss.:		
COUNTY OF ST. CHARLES) 55		
On this day of Februknown, who being by mc duly section of the managesigned on behalf of said comparacknowledged that the execution	sworn, says that s/he ing member of ARI s ny on the date hereof	SECOND LLC; that said in by authority of its governing.	 Missouri and is strument was ng body; and s/he
company.	COLING ARY SCARE	Youer Coller Motary Public	
STATE OF NEW YORK	OF MISSING		
COUNTY OF NEW YORK)		
On this day of to me known, who being by me of DVB BAN	duly sworn, says tha	-	and is If of said bank on
the date hereof by authority of it of the foregoing instrument was			nat the execution
	:	Notary Public	

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ARI SECOND LLC

By: American Railcar Leasing LLC, its sole

member

By: ////////
Name: Umesh Choksi
Title: CFO & Treasurer

1110. 010 00 110000110

DVB BANK AG,

as Agent

By:___ Name:

Name Title:

Ву:_

Name:

Title:

vP

[Signature Page to Supplement No. 5]

I certify that I hold the title set forth below, that this instrument was signed on behalf of DVB Bank AG (the "Secured Party") by authority of its managing board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Secured Party. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DVB Bank

By:

Name:

Title:

By:

Name: Title

SCHEDULE A-1

[SCHEDULE OF ADDITIONAL UNITS]

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LESSEE	CONTRACT	RPTG	CAR
CODE		MARK	NUMBER
		No. of Cars:	173

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the
District of Columbia, do hereby certify under penalty of perjury that I have compared the
attached copy with the original thereof and have found the copy to be complete and
identical in all respects to the original document.

Dated: 2/12/06

Robert W. Alvord